

# EXHIBIT “D”

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**AFFIDAVIT OF AHMEENAH YOUNG**

I, Ahmeenah Young, being duly sworn under oath, depose and say as follows:

1. I am the President and Chief Executive Officer of the Pennsylvania Convention Center Authority (the "Authority"). I am over 18 years old and am competent to provide testimony regarding the matters addressed herein.

2. I submit this Affidavit in connection with the Motion of The Pennsylvania Convention Center Authority For: (A) Determination That Automatic Stay Does Not Prevent Termination of Reserve Fund Agreement; or (B) In the Alternative, Relief From the Automatic Stay to Terminate Reserve Fund Agreement (the "Motion"). Unless the context indicates otherwise, capitalized terms used herein but not defined shall have the meanings set forth in the Motion.

3. Except as otherwise noted, I have personal knowledge of the matters set forth herein.

4. The Authority was created pursuant to the Pennsylvania Convention Center Act, the Act of June 27, 1986, P.L. 267, No. 70, as repealed and replaced by the Act of February 5, 2004, P.L. 7, No. 3. The Authority is responsible for maintaining, managing, furnishing and operating the Pennsylvania Convention Center (the "Convention Center"), a

multipurpose, first-class, 1,361,000 square foot convention facility located in the central business district in downtown Philadelphia, which it leases from the City of Philadelphia.

5. The Convention Center is currently financed in part by \$229,600,000 of Refunding Revenue Bonds, 2005 Series A (the “2005 Bonds”), which were issued pursuant to a Trust Indenture dated as of December 15, 1989, as amended by a First Supplemental Indenture dated as of December 15, 1989, a Second Supplemental Indenture dated as of June 1, 1994, and a Third Supplemental Indenture dated as of November 1, 2005 (collectively, the “Indenture”), to refund the Authority’s Refunding Revenue Bonds, 1994 Series A (the “1994 Bonds”).<sup>1</sup> As part of the 2005 refunding, substantially all of the Debt Service Reserve Fund for the 1994 Bonds was transferred to serve as a Debt Service Reserve Fund for the 2005 Bonds, in the amount of approximately \$22,960,000 (the “Debt Service Reserve Fund”) to serve as a Debt Service Reserve Fund therefore.

6. The Authority is in the process of a significant expansion of the Convention Center, at an anticipated overall cost of approximately \$700 million. This expansion will increase the size of the Convention Center by approximately 960,000 square feet and will bring its total size to approximately 2.2 million square feet. Construction on the expansion has commenced, and is expected to be completed in 2011.

7. The financing required for this expansion will be complex, and is anticipated to include the defeasance of the 2005 Bonds, the issuance of new bonds and – most significant for this Motion – use of the approximately \$22.9 million now invested through the Reserve Fund Agreement. More specifically, this financing is anticipated to include the following:

(a) The issuance by the Commonwealth of Pennsylvania (the “Commonwealth”) of General Obligation Bonds, in one or more series, on a taxable or tax-exempt basis to fund the Commonwealth’s contributions under (i) the Capital Budget Itemization Act of 2003-2004, Act of June 22, 2004, No. 40, in which the Pennsylvania General Assembly allocated up to \$400 million in capital funds for the expansion of the Convention Center, subject to certain terms and conditions; and (ii) the Capital Budget Itemization Act of 2005-2006, Act of July 7, 2006, No. 83, in which the Pennsylvania General Assembly allocated an additional \$300 million in capital funds for the Convention Center expansion, subject to certain terms and conditions.

(b) The legal defeasance of the 2005 Bonds through the issuance of one or more series of taxable or tax-exempt bonds (the “Defeasance Bonds”), on a variable and/or a fixed rate basis, by the Pennsylvania Economic Development Financing Authority or such other issuing authority selected by the Commonwealth.

(c) The conveyance by the City of Philadelphia to the Philadelphia Authority for Industrial Development, and the conveyance by the Philadelphia Authority for Industrial Development to the Commonwealth or such other authority as the Commonwealth designates, of title to all buildings, improvements and/or fixtures in connection with the Convention Center as well as leasehold interest in the land underlying the Convention Center.

(d) The conveyance by the Commonwealth (or its designee) to the Authority of a leasehold interest in the Convention Center.

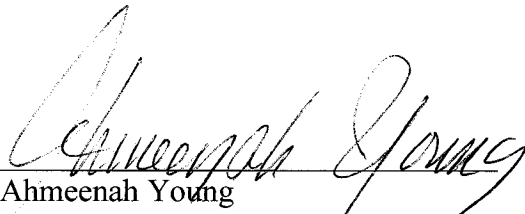
(e) The use of the funds held in the Debt Service Reserve Fund to create a reserve fund in connection with the Defeasance Bonds.

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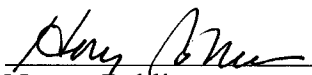
<sup>1</sup> The 1994 Bonds were issued to advance refund the Authority’s Revenue Bonds, 1989 Series, which had been issued to fund a portion of the cost of building and equipping the Convention Center.

8. Unless the Authority is permitted to terminate the Reserve Fund Agreement, its ability to rely upon the Debt Service Reserve Fund in connection with the financing of the Convention Center expansion will be in doubt, and the anticipated overall financial package for the Convention Center expansion could be delayed, made more expensive, and/or jeopardized.

Dated this 25<sup>th</sup> day of November, 2008

  
Ahmeenah Young  
The Pennsylvania Convention Center Authority  
One Convention Center Place  
1101 Arch Street  
Philadelphia, PA 19107

Subscribed and Sworn to Before Me  
this 25<sup>th</sup> day of November, 2008

  
Notary Public

My Commission Expires: December 22, 2009